

DECLARATION AND POWER OF ATTORNEY

We, Jason Gosior, Colin Broughton, Phillip Jacobsen and John Sobota hereby declare that we are the original and first inventors of the subject matter set forth in the enclosed Patent Application entitled:

SYSTEM ON CHIP ARCHITECTURE .

We have assigned all interest in the Patent Application and in the resulting patent to Eleven Engineering. Inc. We further declare that our residences and home mailing addresses are set forth below, and that each of us is a citizen of Canada.

We have reviewed and understand the contents of the referenced Patent Application, including the claims as amended by any amendment specifically referred to in this Declaration and Power of Attorney, and we acknowledge the duty to disclose information material to patentability in accordance with Title 37, CFR 1.56(a).


We appoint the following attorney to prosecute this Patent Application and to transact all business in the United States Patent and Trademark Office on our behalf, and direct that all correspondence be sent to:

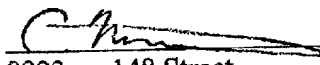
Alan J. Atkinson
Registration No. 30,993
P.O. Box 270161
Houston, Texas 77277-0161

We declare that all statements made herein of our own knowledge are true and correct and that all statements made on information and belief were made with the knowledge that willful false statements are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that willful false statements may jeopardize the validity of the Patent Application or any patent issued thereon. We declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, as executed on the dates identified below.

Jason Gosior

Colin Broughton


8647-76 Street
Edmonton, Alberta
Canada T6C 2K1



8923 — 148 Street
Edmonton, Alberta
Canada T5R 0Z8

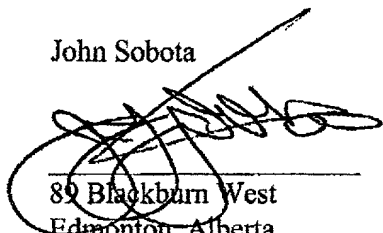
Date June 29, 2001

Date 29 June 2001

Phillip Jacobsen

John Sobota


10412-66 Avenue
Edmonton, Alberta
Canada T6H 1X1


89 Blackburn West
Edmonton, Alberta
Canada T6W 1B1

Date June 29, 2001

Date 6/29/2001

T06290" T2296860